

FINAL TERMS DOCUMENT

25 February 2011, as amended and restated on 22 December 2020

Santander UK plc

**Issue of £1,000,000,000 5.75 per cent. Covered Bonds due 2026
irrevocably and unconditionally guaranteed as to payment of principal and interest by
Abbey Covered Bonds LLP
under the €35 billion
Global Covered Bond Programme**

The Programme has been registered and notice of these Covered Bonds will be made under the Regulated Covered Bonds Regulations 2008 (SI 2008/346).

The Prospectus referred to below (as completed by this Final Terms Document) has been prepared on the basis that any offer of Covered Bonds in any Member State of the European Economic Area which has implemented the Prospectus Directive (2003/71/EC) (each, a **Relevant Member State**) will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Covered Bonds. Accordingly any person making or intending to make an offer in that Relevant Member State of the Covered Bonds may only do so in circumstances in which no obligation arises for the Issuer, the LLP or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer. Neither the Issuer, the LLP nor any Dealer has authorised, nor do they authorise, the making of any offer of Covered Bonds in any other circumstances.

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions set forth in the Prospectus dated 9 September 2010 (as supplemented on 8 November 2010 and 10 December 2010 and as the same may be further supplemented from time to time) which constitutes a base prospectus (the **Prospectus**) for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the **Prospectus Directive**). This document constitutes the final terms of the Covered Bonds described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Prospectus. Full information on the Issuer and the LLP and the offer of the Covered Bonds is only available on the basis of the combination of this Final Terms Document and the Prospectus. Copies of the Prospectus are available free of charge to the public at the registered office of the Issuer and from the specified office of each of the Paying Agents.

- | | | | |
|----|-----|-----------------------------------|-------------------------|
| 1. | (a) | Issuer: | Santander UK plc |
| | (b) | Guarantor: | Abbey Covered Bonds LLP |
| 2. | (a) | Series Number: | 23 |
| | (b) | Tranche Number: | 1 |
| 3. | | Specified Currency or Currencies: | Sterling (GBP) |
| 4. | | Money Market Covered Bonds: | Not Applicable |

5. Do the Covered Bonds have the benefit of remarketing arrangements: Not Applicable
6. Aggregate Nominal Amount of Covered Bonds admitted to trading:
- (a) Series: £1,000,000,000
- (b) Tranche: £1,000,000,000
7. Issue Price: 99.681 per cent. of the aggregate nominal amount
8. (a) Specified Denominations: £100,000 and integral multiples of £1,000 in excess thereof up to and including £199,000. No Covered Bonds in definitive form will be issued with a denomination above £199,000
- (b) Calculation Amount: £1,000
9. (a) Issue Date: 28 February 2011
- (b) Interest Commencement Date: Issue Date
10. (a) Final Maturity Date: 2 March 2026
- (b) Extended Due for Payment Date of Guaranteed Amounts corresponding to the Final Redemption Amount under the Covered Bond Guarantee: 2 March 2027
11. Interest Basis: 5.75 per cent. Fixed Rate from and including the Issue Date to but excluding the Final Maturity Date
- (Further particulars specified below)
12. Redemption/Payment Basis: Redemption at par
13. Change of Interest Basis or Redemption/Payment Basis: From and including the Final Maturity Date the following Interest provisions apply:
- Interest Basis: Applicable from and including the Final Maturity Date to but excluding the Extended Due for Payment Date: 1 month LIBOR + 1.58 per cent. per annum Floating Rate, provided that if an Index Cessation Event (as defined in Supplement number 70 to the 2006 ISDA Definitions and, for the purposes of the definition of "Index Cessation Event", the "Applicable Rate" is 1 month Sterling LIBOR), has occurred on or before

the Extended Due for Payment Date, the Interest Basis shall be Compounded Daily SONIA plus 1.58 per cent. plus the Rate Adjustment per annum Floating Rate, where Rate Adjustment means a number reflecting the economic difference between the LIBOR linked rate and the SONIA linked rate, being, following the occurrence of an Index Cessation Event the spread adjustment specified on Bloomberg screen “SBP0001M Index”, or any successor page, as calculated by Bloomberg Index Services Limited (or a successor provider as approved and/or appointed by ISDA from time to time) in relation to “1 month Sterling LIBOR” as at the time such Index Cessation Event occurs.

Interest Payment Dates: 2nd day of each month, from but excluding the Final Maturity Date to and including the Extended Due for Payment Date

Interest Period: The period from and including the Final Maturity Date, or as the case may be an Interest Payment Date, to but excluding the next following Interest Payment Date

Modified Following Business Day Convention

Business Days: London

Minimum Rate of Interest: 0 per cent.

Maximum Rate of Interest: Not Applicable

Day Count Fraction: Actual/365 (adjusted)

Observation Lookback Period p : 5 London Business Days

Interest Determination Dates: the fifth London Business Day prior to the end of each Interest Period

Screen Rate Determination

Relevant Screen Page: Bloomberg page SONIA

- | | | |
|-----|----------------------------------|----------------|
| 14. | Put/Call Options: | Not Applicable |
| 15. | (a) Status of the Covered Bonds: | Senior |

	(b) Status of the Guarantees:	Senior
16.	Method of distribution:	Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

17.	Fixed Rate Covered Bond Provisions:	Applicable from and including the Issue Date and up to and including the Final Maturity Date
	(a) Rate(s) of Interest:	5.75 per cent. per annum payable annually in arrear
	(b) Interest Payment Date(s):	The first Interest Payment Date will be 2 March 2012 (long first coupon) and thereafter 2 March in each year up to and including the Final Maturity Date
	(c) Business Day Convention:	Following Business Day Convention. However, the Interest Period in respect of the Covered Bonds shall be determined on the basis that the Interest Payment Dates are unadjusted
	(d) Business Day(s):	London, TARGET2
	Additional Business Centre(s):	Not Applicable
	(e) Fixed Coupon Amount(s):	€57.50 per Calculation Amount per annum
	(f) Broken Amount(s):	Not Applicable
	(g) Day Count Fraction:	Actual/Actual (ICMA) (not adjusted)
	(h) Determination Date(s):	2 March in each year
	(i) Other terms relating to the method of calculating interest for Fixed Rate Covered Bonds:	Not Applicable
18.	Floating Rate Covered Bond Provisions:	Not Applicable (save as set out in paragraph 13 above)
19.	Zero Coupon Covered Bond Provisions:	Not Applicable
20.	Variable Interest Covered Bond Provisions (other than Dual Currency Interest Covered Bonds):	Not Applicable
21.	Dual Currency Interest Covered Bond Provisions:	Not Applicable

PROVISIONS RELATING TO REDEMPTION

- | | | |
|-----|--|-----------------------------|
| 22. | Issuer Call: | Not Applicable |
| 23. | Investor Put: | Not Applicable |
| 24. | Final Redemption Amount of each Covered Bond: | 100 per cent. |
| 25. | Early Redemption Amount of each Covered Bond payable on redemption for taxation reasons or on event of default, etc. and/or the method of calculating the same (if required or if different from that set out in Condition 6.8): | As set out in Condition 6.8 |

GENERAL PROVISIONS APPLICABLE TO THE COVERED BONDS

- | | | |
|-----|--|---|
| 26. | Form of Covered Bonds: | Bearer Covered Bonds:
Temporary Global Covered Bond
exchangeable for a Permanent Global
Covered Bond which is exchangeable for
Bearer Definitive Covered Bonds only upon
an Exchange Event |
| 27. | New Global Covered Bond: | Yes |
| 28. | Financial Centre(s) or other special provisions relating to payment dates: | Not Applicable |
| 29. | Talons for future Coupons or Receipts to be attached to Bearer Definitive Covered Bonds (and dates on which such Talons mature): | No |
| 30. | Details relating to Partly Paid Covered Bonds: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences of failure to pay, including any right of the Issuer to forfeit the Covered Bonds and interest due on late payment: | Not Applicable |
| 31. | Details relating to Instalment Covered Bonds: | |
| | (a) Instalment Amount(s): | Not Applicable |
| | (b) Instalment Date(s): | Not Applicable |
| 32. | Redenomination, renominatisation and reconventioning provisions: | Not Applicable |
| 33. | Other terms or special conditions: | Not Applicable |

DISTRIBUTION

- | | | |
|-----|---------------------------------------|-----------------------|
| 34. | (a) If syndicated, names of Managers: | Banco Santander, S.A. |
|-----|---------------------------------------|-----------------------|

Barclays Bank PLC

HSBC Bank plc

The Royal Bank of Scotland PLC

(b) Date of Subscription Agreement: 24 February 2011

(c) Stabilising Manager (if any): Not Applicable

35. If non-syndicated, name and address of Dealer: Not Applicable

36. U.S. Selling Restrictions: Reg. S Compliance Category; TEFRA D Applicable

37. Non-exempt Offer: Not Applicable

38. Additional selling restrictions:

Switzerland

The Covered Bonds may not be publicly offered, sold or advertised, directly or indirectly, in or from Switzerland and neither the Prospectus or this Final Terms Document nor any other offering or marketing material relating to the Issuer, the Guarantor or the Covered Bonds constitute an offering prospectus as that term is understood pursuant to article 652a or 1156 of the Swiss Code of Obligations or a listing prospectus within the meaning of the listing rules of the SIX Swiss Exchange. Neither the Prospectus or this Final Terms Document nor any other offering or marketing material relating to the Issuer, the Guarantor or the Covered Bonds may be publicly distributed or otherwise made publicly available in Switzerland.

The Covered Bonds do not constitute structured products or collective investment schemes as the terms are understood pursuant to the Swiss Federal Act on Collective Investment Schemes (CISA).

The Covered Bonds do not constitute mortgage bonds (*Pfandbriefe*) within the meaning of the Swiss Federal Act on Mortgage Bonds. Accordingly, neither the Covered Bonds nor the Guarantee benefit from any security attached to mortgage bonds under the Swiss Federal Act on Mortgage Bonds.

Norway

Neither the Prospectus or this Final Terms Document nor any other offering or marketing material relating to the Issuer, the Guarantor or the Covered Bonds have been approved by, or registered with, any Norwegian securities regulator pursuant to the Norwegian Securities Trading Act of 29 June 2007. Accordingly, neither the Prospectus or this Final Terms Document nor any other offering or marketing material relating to the Issuer, the Guarantor or the Covered Bonds constitutes, or shall be deemed to constitute, an offer to the public in Norway within the meaning of the Norwegian Securities Trading Act of 2007. The Covered Bonds may not be offered or sold, directly or indirectly, in Norway except;

- (a) in respect of an offer of Covered Bonds addressed to investors subject to a minimum purchase of Covered Bonds for a total consideration of not less than €50,000 per investor;
- (b) to “professional investors” as defined in the Norwegian Securities Regulation of 29 June 2007 no. 876, being;
 - (i) legal entities which are authorised or regulated to operate in the financial markets or, if not so authorised or regulated, whose corporate purpose is solely to invest in securities;
 - (ii) any legal entity which is registered as a professional investor with the Norwegian Financial Supervisory Authority (No. Finanstilsynet) and which has two or more of: (1) an average of at least 250 employees during the last financial year; (2) a total balance sheet of more than €43,000,000; and (3) an annual net turnover of more than €50,000,000, as shown in its last annual or consolidated accounts;
 - (iii) any natural person which is registered as a professional investor with the Norwegian Financial Supervisory Authority

(No. Finanstilsynet) and which has two or more of: (1) an average execution of at least ten (10) transactions in securities of significant volume per quarter for the last four quarters; (2) a portfolio of securities with a market value of at least €500,000; and (3) works or has worked for at least one (1) year within the financial markets sector in a position which presuppose knowledge of investing in securities;

(c) to fewer than 100 natural or legal persons (other than “professional investors” as defined in the Norwegian Securities Regulation of 29 June 2007 no. 876), subject to obtaining the prior consent of the Lead Managers for any such offer; or

(d) in any other circumstances provided that no such offer of Covered Bonds shall result in a requirement for the registration, or the publication by the Issuer, the Guarantor or the Lead Managers, of a prospectus pursuant to the Norwegian Securities Trading Act of 29 June 2007.

39. Additional U.S. Federal Tax Considerations: Not Applicable

PURPOSE OF FINAL TERMS DOCUMENT

This Final Terms Document comprises the final terms required for issue and admission to trading of the Covered Bonds on the London Stock Exchange’s Regulated Market described herein pursuant to the €35 billion Global Covered Bond Programme of Santander UK plc.

RESPONSIBILITY

Each of the Issuer and the LLP accepts responsibility for the information contained in this Final Terms Document.

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING:

- (a) Listing and admission to trading: Application has been made by the Issuer (or on its behalf) for the Covered Bonds to be admitted to trading on the London Stock Exchange's Regulated Market on or about the Issue Date.
- (b) Estimate of total expenses related to admission to trading: £3,650

2. RATINGS:

- Ratings: The Covered Bonds to be issued have been rated:
- S & P: AAA/Stable
- Moody's: Aaa
- Fitch: AAA
- Each such credit rating has been issued by a credit rating agency established in the European Union and registered under Regulation (EU) No 1060/2009 (as amended).

3. COVERED BOND SWAP:

- Covered Bond Swap Provider: Santander UK plc
- Nature of Covered Bond Swap: Non-Forward Starting

4. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE:

Save as discussed in *Subscription and Sale and Transfer and Selling Restrictions*, so far as the Issuer and the LLP are aware, no person involved in the offer of the Covered Bonds has an interest material to the offer.

5. YIELD: (Fixed Rate Covered Bonds only)

- Indication of yield: 5.701 per cent. per annum
- The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.*

6. OPERATIONAL INFORMATION:

- (a) ISIN Code: XS0596191360

(b) Common Code: 059619136

(c) Delivery: Delivery against payment

Name and address of Initial Paying Agent(s): Deutsche Bank AG, London Branch
Winchester House
1 Great Winchester Street
London EC2N 2DB

Intended to be held in a manner which would allow Eurosystem eligibility: No

Signed on behalf of the **Issuer:**

By:



Duly authorised

Signed on behalf of the **LLP:**

By:



Duly authorised